Document 8-2

## ation and Appeals Involving Magten Asset Management Corporation and NorthWestern Corporation and its Affiliates

## Pending Before Judge Farnan

## this Court

	Description	<u>Parties</u>	<u>Status as of 9/7/05</u>	Related Actions/Appeals
	Appeal by Magten and Law	Counsel for Magten	Mediation completed	Resolution of this Appeal may render moot the
	Debenture of Bankruptcy	Asset Management	without a settlement on	following appeals/causes of action pending
nt Corp. and Law	Court Order Denying	Corp.: Fried, Frank,	May 12, 2005.	before this Court:
of New York	Magten and Law	Harris, Shriver &		
	Debenture's Joint 9019	Jacobson LLP and	Briefing completed on	04-1389 (JJF) (consolidated with 04-1508
	Motion for Global	Blank Rome LLP	September 7, 2005.	(JJF)): Appeal of Confirmation
n (Appellee)	Settlement of Claims and			Order/Memorandum of Understanding;
	Causes of Action Between	Counsel for Law		
	NorthWestern, Magten and	Debenture Trust		04-1279 (JJF): Magten's Appeal of Bankruptcy
	Law Debenture.	Company of New		Court Order Approving Retention of Paul,
		York: Nixon		Hastings, Janofsky & Walker LLP as Debtor's
		Peabody LLP and		Counsel;
		Smith, Katzenstein &		
		Furlow, LLP		05-0398 (JJF): Magten's Appeal of
				Bankruptcy Court Order Approving Final Fee
		Counsel for		Application of Paul, Hastings, Janofsky &
		NorthWestern		Walker LLP
		Corporation: Paul,		
		Hastings, Janofsky &		05-0548 (JJF): Magten's Appeal of
-		Walker LLP and		Bankruptcy Court Order Denying Fees
		Greenberg Traurig		Incurred by Magten in Connection With
		LLP		Adversary Proceedings Against Magten
				Voluntarily Dismissed with Prejudice by
		Counsel for		NorthWestern.
		Creditors'		
		Committee/Plan		05-0603 (JJF): Law Debenture's Appeal of

Description	<b>Parties</b>	<b>Status as of 9/7/05</b>	Related Actions/Appeals
	Committee: Paul, Weiss, Rifkind,		Bankruptcy Court Order Denying Law Debenture Fees Incurred in its Capacity as
	Wharton & Garrison LLP and The Bayard		Indenture Trustee
	Firm		05-0499 (JJF): Litigation between Magten and
	Counsel for Ad Hoc		officers of North Western's subsidiary Clark Fork and Blackfoot LLC for breach of
	Committee of Class 7		fiduciary in connection with 2002 transaction
	Noteholders: Kramer		between Clark Fork and NorthWestern
	Levin Naftalis &		1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -
	Frankel, LLP and		04-1256 (JJF): Litigation between Magten and
	LLP		raul, hastings, Janoisky and warker LLF for its role in aiding and abetting the 2002
			transaction between Clark Fork and
			NorthWestern
			04-1494 (JJF): Motion to Withdraw the
			Reference from the Bankruptcy Court in
			Connection with Adversary proceeding 04-
			53324, which was commenced by Magten and
			law Debenture alleging that the 2002
			transaction between Clark Fork and
			North Western was a fraudulent transfer.

	Appeal of Bankruptcy Court Order Approving Retention	Counsel for Magten Asset Management	Mediation completed without a settlement on	May be rendered moot by 05-0209 (JJF): Appeal by Magten and Law Debenture of
nt Corp. (Appellant)	of Paul, Hastings, Janofsky	Corp.: Storch, Amini	May 12, 2005.	Bankruptcy Court Order Denying Magten and
	& Walker LLP as Debtor's	& Munves PC and		Law Debenture's Joint 9019 Motion for
k Walker LLP	Counsel.	Smith, Katzenstein & Furlow, LLP	Briefing completed on August 15, 2005.	Global Settlement.
		Connsel for Paul		
		Tradings In Cal.		
		mastings, Janoisky & Walker L.P. Davis		
		and Morris, Nichols,		
		Arsht & Tunnell		
	Appeal of Bankruptcy Court	Counsel for Magten	Louis C. Bechtle	May be rendered moot by 05-0209 (JJF):
	Order Approving Final Fee	Asset Management	appointed as mediator	Appeal by Magten and Law Debenture of
at Corp. (Appellant)	Application of Paul,	Corp.: Storch, Amini	on 6/29/2005.	Bankruptcy Court Order Denying Magten and
	Hastings, Janofsky &	& Munves PC and		Law Debenture's Joint 9019 Motion for
\$ *	Walker LLP	Smith, Katzenstein &	Mediation stayed on	Global Settlement.
& Walker LLP		Furlow, LLP	motion of the parties	
			pending resolution of	
		Counsel for Paul,	Magten's appeal of the	
		Hastings, Janofsky &	Bankruptcy Court	
		Walker LLP: Davis	Order Approving	
		Polk & Wardwell	Retention of Paul,	
		and Morris, Nichols,	Hastings, Janofsky &	
		Arsht & Tunnell	Walker LLP as	
			Debtor's Counsel (CA	
			No. 04-1279 (JJF)).	

nt Corp. (Appellant) Mann (Appellee) De Proma Mann Mann Mann Of New York Land Cann (Appellee) Trent (Appelle	Appeal of Bankruptcy Court Order Denying Motion by Magten Asset Management Corp. for Fees and Expenses Incurred in Connection with Defense of Adversary Proceeding 04-55051, which was Voluntarily Dismissed With Prejudice by NorthWestern Appeal of Bankruptcy Court Order Denying Motion by Law Debenture Seeking Reimbursement of Fees and Expenses Incurred in its Capacity as Indenture Trustee	Counsel for Magten Asset Management Cop.: Fried, Frank, Harris, Shriver & Jacobson LLP and Blank Rome LLP Counsel for NorthWestern Corporation: Paul, Hastings, Janofsky & Walker LLP and Greenberg Traurig LLP Counsel for Law Debenture Trust Company of New York: Nixon Peabody, LLP and Smith, Katzenstein & Furlow, LLP Counsel for NorthWestern Corporation: Paul, Hastings, Janofsky &	Appeal docketed with this Court on July 29, 2005.  Briefing stayed pending mediation pursuant to applicable Local Rules.  Hon. Louis C. Bechtle appointed as mediator on August 25, 2005.  Appeal docketed with this Court on August 17, 2005.  Briefing stayed pending appointment of mediator pursuant to applicable Local Rules.	May be rendered moot by 05-0209 (JJF): Appeal by Magten and Law Debenture of Bankruptcy Court Order Denying Magten and Law Debenture's Joint 9019 Motion for Global Settlement.  May be rendered moot by 05-0209 (JJF): Appeal by Magten and Law Debenture of Bankruptcy Court Order Denying Magten and Law Debenture's Joint 9019 Motion for Global Settlement.
		walkel LLF and Greenberg Traurig LLP		

	<u>Description</u>	<u>Parties</u>	Status as of 9/7/05	Related Actions/Appeals
Corp. v. Hanson et	Complaint filed in Montana District Court against officers of Clark Fork and Blackfoot LLC (a	Counsel for Magten Asset Management Corp.: Fried, Frank, Harris, Shriver &	Action initiated in Montana District Court on April 15, 2004.	May be rendered moot by 05-0209 (JJF): Appeal by Magten and Law Debenture of Bankruptcy Court Order Denying Magten and Law Debenture's Joint 9019 Motion for Global
	NorthWestern subsidiary) alleging Breach of Fiduciary Duty in	Jacobson LLP and Blank Rome LLP	Defendants made a motion to dismiss and a motion for summary	Settlement.
	connection with the 2002 transfer of assets from Clark Fork to NorthWestern.	Counsel for Defendants: Browning, Kaleczyc, Berry &	judgment. Both motions were denied by the Montana District Court.	
	Action transferred to this Court on July 18, 2005.	Hoven, P.C. and Edwards & Angell LLP	Prior to the transfer of this litigation to this Court, a scheduling order was entered in Montana providing for	
			the following dates: January 31, 2006: Discovery deadline (other than expert)	
			March 31, 2006: Disclosure of Plaintiff's damages experts and simultaneous disclosure of liability	

Related Actions/Appeals							
Status as of 9/7/05	experts	May 1, 2006: Disclosure of Defendants' damages experts	June 30, 2006: Expert discovery deadline	October 23, 2006: Settlement Conference Request/Motions Deadline (fully briefed)	January 27, 2007: Motions in Limine Deadline/Attorney Conference to Prepare final Pretrial Order	January 29, 2007: Deadline to Submit final Pretrial Order, Jury Instructions and Trial Briefs	February 1, 2007: Final Pretrial Conference
Parties							
Description							

Related Actions/Appeals		y t	May be rendered moot by 05-0209 (JJF): Appeal by Magten and Law Debenture of Bankruptcy Court Order Denying Magten and Law Debenture's Joint 9019 Motion for Global Settlement.  n  nt	uo
<b>Status as of 9/7/05</b>	February 12, 2007: Begin 6-day jury trial	Upon transferring the action to Delaware, the Montana District Court stayed discovery.	Paul Hastings moved to stay litigation pending resolution of Case No. 04-53324, currently pending in the Bankruptcy Court. Briefing completed on 12/8/04; oral argument requested by Magten. Resolution of matter stayed by Court pending participation in mediation.	Mediation completed without a settlement on May 12, 2005.
<u>Parties</u>			Counsel for Magten Asset Management Corp.: Storch, Amini & Munves PC and Smith, Katzenstein & Furlow, LLP Counsel for Paul, Hastings, Janofsky & Walker LLP: Davis Polk & Wardwell and Morris, Nichols, Arsht & Tunnell	
<u>Description</u>			Complaint against Paul Hastings for aiding and abetting in the transfer of the assets of Clark Fork to Northwestern. Action was originally filed in Montana and subsequently transferred to Delaware.	
			nt Corp. v. Paul, Iker LLP	

Bankruptcy Court pending resolution of Magten's appeal of the Confirmation Order.

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,	Appeal by Magten and Law Debenture of	Bankruptcy Court Order Denying Magten and	Law Debenture's Joint 9019 Motion for Global																		
	Magten and La	Court Order I	ture's Joint 90																		
Carried I	Appeal by N	Bankruptcy	Law Deben	Settlement.																	-
Difering completed in	the Bankruptcy Court.		Matter transferred to	rt for	no n	December 6, 2004.															
pricing	the Bank		Matter tr	this Court for	resolution on	December								 							
sei ior magien	Asset Management	Corp.: Fried, Frank,	Harris, Shriver &	Jacobson LLP and	Blank Rome LLP		Counsel for Law	Debenture Trust	Company of New	York: Nixon	Peabody LLP and	h, Katzenstein	& Furlow, LLP	Counsel for	NorthWestern	Corporation: Curtis,	Mallet-Prevost, Colt	& Mosle LLP and	Greenberg Traurig		
Counsel		Corp	Harri	Jacok		,	Com	Debe	Com	York	Peab	Smith,	& Fu	 Com	Nort	Corp	Mall	& ™	Gree	LLP	
/ithdraw the	Reference to Adversary No.			Adversary No. 04-53324	was commenced by Magten	and Law Debenture against	NorthWestern alleging that	the 2002 transfer of assets	rk to	rn was a	onveyance.										
Motion to Withdraw the	Reference to	04-53324.		Adversary	was comme	and Law De	NorthWeste	the 2002 tra	by Clark Fork to	Northwestern was a	fraudulent conveyance.										
		t Corp. and law	of New York v.																		
		it Corp	/ of N	U																	